Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 10/01 , **2011, and ending** 09/30, **20**12

Name of foundation
THE WORTHAM FOUNDATION, INC.

A Employer identification number
74-1334356

Number and street (or P O box number if mail is not delivered to street address)
2727 ALLEN PARKWAY

Room/suite
1570

B Telephone number (see instructions)
(713) 526-8849

City or town, state, and ZIP code
HOUSTON, TX 77019-2125

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A) check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 215,168,359.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ____________________
(Part I, column (d) must be on cash basis)

Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	24.	24.		ATCH 1
4	Dividends and interest from securities	4,346,156.	4,346,156.		ATCH 2
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	4,746,532.			
b	Gross sales price for all assets on line 6a 34,453,923.				
7	Capital gain net income (from Part IV, line 2)		4,746,532.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	76,877.	76,877.		ATCH 3
12	**Total.** Add lines 1 through 11	9,169,589.	9,169,589.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	128,532.	51,413.		77,119.
14	Other employee salaries and wages	259,783.	160,773.		99,010.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	19,000.	19,000.		
c	Other professional fees (attach schedule) *	525,935.	525,935.		
17	Interest				
18	Taxes (attach schedule) (see instructions) **	102,318.	14,795.		4,157.
19	Depreciation (attach schedule) and depletion	4,375.			
20	Occupancy	77,003.	57,752.		19,251.
21	Travel, conferences, and meetings	3,317.	663.		2,654.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	94,393.	44,577.		49,816.
24	**Total operating and administrative expenses.** Add lines 13 through 23	1,214,656.	874,908.		252,007.
25	Contributions, gifts, grants paid	10,144,500.			10,144,500.
26	**Total expenses and disbursements** Add lines 24 and 25	11,359,156.	874,908.	0	10,396,507.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-2,189,567.			
b	**Net investment income** (if negative, enter -0-)		8,294,681.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	2,433,686.	7,356,227.	7,356,227.
	3	Accounts receivable ▶ 41,414. Less. allowance for doubtful accounts ▶	25,607.	41,414.	41,414.
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges ATCH 8	93,837.	10,471.	10,471.
	10 a	Investments - U S and state government obligations (attach schedule) **	24,753,313.	18,895,901.	21,266,744.
	b	Investments - corporate stock (attach schedule) ATCH 10	138,883,773.	136,013,993.	149,980,445.
	c	Investments - corporate bonds (attach schedule) ATCH 11	32,391,569.	34,077,291.	36,494,558.
	11	Investments - land, buildings, and equipment basis ▶ 225,349. Less accumulated depreciation (attach schedule) ▶ 225,349.			12,000.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 24,412. Less accumulated depreciation (attach schedule) ▶ 17,502.	11,285.	6,910.	6,500.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	198,593,070.	196,402,207.	215,168,359.
Liabilities	17	Accounts payable and accrued expenses	1,296.		
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	1,296.	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	203,429,934.	198,591,774.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-4,838,160.	-2,189,567.	
	30	**Total net assets or fund balances** (see instructions)	198,591,774.	196,402,207.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	198,593,070.	196,402,207.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	198,591,774.
2	Enter amount from Part I, line 27a	2	-2,189,567.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	196,402,207.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	196,402,207.

**ATCH 9

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 4,746,532.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . 3 0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	10,228,733.	212,096,713.	0.048227
2009	9,653,887.	198,396,936.	0.048659
2008	8,669,138.	175,097,689.	0.049510
2007	10,388,210.	234,617,503.	0.044277
2006	12,156,504.	243,065,486.	0.050013

2	**Total** of line 1, column (d)	2	0.240686
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048137
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	206,799,026.
5	Multiply line 4 by line 3	5	9,954,685.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	82,947.
7	Add lines 5 and 6	7	10,037,632.
8	Enter qualifying distributions from Part XII, line 4	8	10,396,507.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	82,947.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	82,947.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	82,947.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 93,073.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	93,073.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	10,126.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 10,126. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶$ 0 **(2)** On foundation managers ▶$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BARBARA J. SNYDER Telephone no ▶ 713-526-8849

Located at ▶ 2727 ALLEN PKWY #1570 HOUSTON, TX ZIP + 4 ▶ 77019-2125

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Yes	No
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		128,532.	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 13		259,783.	0	0

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 14		503,075.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE ATTACHMENT 20	14,344.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes				
a	Average monthly fair market value of securities			1a	202,089,793.
b	Average of monthly cash balances			1b	7,799,646.
c	Fair market value of all other assets (see instructions)			1c	58,811.
d	**Total** (add lines 1a, b, and c)			1d	209,948,250.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	209,948,250.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)			4	3,149,224.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	206,799,026.
6	**Minimum investment return.** Enter 5% of line 5			6	10,339,951.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	10,339,951.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	82,947.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	82,947.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	10,257,004.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	10,257,004.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	10,257,004.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	10,396,507.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	10,396,507.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	82,947.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,313,560.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					10,257,004.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior years 20 09 ,20 08 ,20 07					
3 Excess distributions carryover, if any, to 2011					
a From 2006	87,343.				
b From 2007					
c From 2008					
d From 2009					
e From 2010					
f Total of lines 3a through e		87,343.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 10,396,507.					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2011 distributable amount					10,257,004.
e Remaining amount distributed out of corpus		139,503.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		226,846.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		87,343.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		139,503.			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009					
d Excess from 2010					
e Excess from 2011	139,503.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

ATTACHMENT 15

b The form in which applications should be submitted and information and materials they should include

SEE ATTACHMENT 19

c Any submission deadlines

SEE ATTACHMENT 19

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE ATTACHMENT 19

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 16				
Total . . . . ▶ **3a**				10,144,500.
b *Approved for future payment*				
ATTACHMENT 17				
Total . . . . ▶ **3b**				5,200,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	24.	
4 Dividends and interest from securities			14	4,346,156.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	15,906.	
8 Gain or (loss) from sales of assets other than inventory			18	4,746,532.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 18				60,971.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				9,169,589.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 9,169,589.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ | 8-15-13 | ▶TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DEIDRE A SCINTA	Deidre Scinta	08/15/2013		P00524632

Firm's name ▶ DEIDRE A SCINTA CPA

Firm's EIN ▶ 74-2150162

Firm's address ▶ 2727 ALLEN PARKWAY STE 1580
HOUSTON, TX 77019-2167

Phone no 713-526-3012

THE WORTHAM FOUNDATION, INC. 74-1334356

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SCHEDULE D-5				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
34453923.		29707391.					4,746,532.	
TOTAL GAIN(LOSS)		....					4,746,532.	

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2012 SCHEDULE D-1
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Description	# Shares Face Amt	Date of Purchase	Date of Sale	Proceeds From Sale	Cost of Shares Sold	Gain/Loss
ACE INA HLDGS-8 875%-8/15/29	P	04/29/2003	11/02/2011	359,928	(295,646)	64,281
APACHE CORP-5 25%-4/15/13	P	07/26/2010	10/03/2011	533,315	(532,795)	520
BP CAP-3 125%-10/01/15	P	11/01/2010	10/20/2011	934,956	(923,556)	11,400
FHLMC POOL-6%-7/1/17	P	07/21/2003	10/17/2011	2,859	(2,979)	(119)
FHLMC POOL-6%-7/1/17	P	07/21/2003	11/15/2011	3,213	(3,346)	(133)
FHLMC POOL-6%-7/1/17	P	07/21/2003	12/15/2011	5,405	(5,629)	(223)
FHLMC POOL-6%-7/1/17	P	07/21/2003	01/17/2012	3,046	(3,171)	(125)
FHLMC POOL-6%-7/1/17	P	07/21/2003	02/15/2012	1,570	(1,634)	(64)
FHLMC POOL-6%-7/1/17	P	07/21/2003	03/15/2012	5,396	(5,616)	(220)
FHLMC POOL-6%-7/1/17	P	07/21/2003	04/16/2012	3,357	(3,493)	(136)
FHLMC POOL-6%-7/1/17	P	07/21/2003	05/15/2012	1,448	(1,507)	(59)
FHLMC POOL-6%-7/1/17	P	07/21/2003	06/15/2012	3,541	(3,683)	(142)
FHLMC POOL-6%-7/1/17	P	07/21/2003	07/16/2012	3,976	(4,135)	(159)
FHLMC POOL-6%-7/1/17	P	07/21/2003	08/15/2012	1,418	(1,474)	(56)
FHLMC POOL-6%-7/1/17	P	07/21/2003	09/17/2012	2,637	(2,741)	(104)
FHLMC POOL-6 5%-1/01/16	P	01/17/2001	10/17/2011	320	(321)	(1)
FHLMC POOL-6 5%-1/01/16	P	01/17/2001	11/15/2011	292	(294)	(1)
FHLMC POOL-6 5%-1/01/16	P	01/17/2001	12/15/2011	350	(351)	(1)
FHLMC POOL-6 5%-1/01/16	P	01/17/2001	01/17/2012	377	(378)	(2)
FHLMC POOL-6 5%-1/01/16	P	01/17/2001	02/15/2012	311	(312)	(1)
FHLMC POOL-6 5%-1/01/16	P	01/17/2001	03/15/2012	316	(317)	(1)
FHLMC POOL-6 5%-1/01/16	P	01/17/2001	04/16/2012	316	(317)	(1)
FHLMC POOL-6 5%-1/01/16	P	01/17/2001	05/15/2012	316	(317)	(1)
FHLMC POOL-6 5%-1/01/16	P	01/17/2001	06/15/2012	2,671	(2,682)	(11)
FHLMC POOL-6 5%-1/01/16	P	01/17/2001	07/16/2012	562	(564)	(2)
FHLMC POOL-6 5%-1/01/16	P	01/17/2001	08/15/2012	244	(245)	(1)
FHLMC POOL-6 5%-1/01/16	P	01/17/2001	09/17/2012	249	(250)	(1)
FHLMC POOL-6 5%-11/1/11	P	01/17/2001	10/17/2011	12	(12)	(0)
FNMA - 6 5% - 10/1/31	P	10/30/2001	10/25/2011	134	(131)	3
FNMA - 6 5% - 10/1/31	P	10/30/2001	11/25/2011	136	(133)	3
FNMA - 6 5% - 10/1/31	P	10/30/2001	12/27/2011	136	(133)	3
FNMA - 6 5% - 10/1/31	P	10/30/2001	01/25/2012	137	(133)	3
FNMA - 6 5% - 10/1/31	P	10/30/2001	02/27/2012	170	(166)	4
FNMA - 6 5% - 10/1/31	P	10/30/2001	03/26/2012	138	(135)	3
FNMA - 6 5% - 10/1/31	P	10/30/2001	04/25/2012	2,190	(2,140)	51
FNMA - 6 5% - 10/1/31	P	10/30/2001	05/25/2012	152	(149)	4

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2012 SCHEDULE D-2
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Description	# Shares Face Amt	Date of Purchase	Date of Sale	Proceeds From Sale	Cost of Shares Sold	Gain/Loss
FNMA - 6 5% - 10/1/31	P	10/30/2001	06/25/2012	564	(550)	13
FNMA - 6 5% - 10/1/31	P	10/30/2001	07/25/2012	160	(156)	4
FNMA - 6 5% - 10/1/31	P	10/30/2001	08/27/2012	190	(186)	4
FNMA - 6 5% - 10/1/31	P	10/30/2001	09/25/2012	979	(957)	23
FNMA POOL-3 5%-2/1/26	P	08/16/2011	10/25/2011	15,895	(16,547)	(652)
FNMA POOL-3 5%-2/1/26	P	08/16/2011	11/25/2011	9,452	(9,838)	(386)
FNMA POOL-3 5%-2/1/26	P	08/16/2011	12/27/2011	9,807	(10,206)	(399)
FNMA POOL-3 5%-2/1/26	P	08/16/2011	01/25/2012	8,258	(8,593)	(334)
FNMA POOL-3 5%-2/1/26	P	08/16/2011	02/27/2012	13,736	(14,289)	(553)
FNMA POOL-3 5%-2/1/26	P	08/16/2011	03/26/2012	20,903	(21,740)	(838)
FNMA POOL-3 5%-2/1/26	P	08/16/2011	04/25/2012	17,755	(18,463)	(708)
FNMA POOL-3 5%-2/1/26	P	08/16/2011	05/25/2012	59,856	(62,231)	(2,375)
FNMA POOL-3 5%-2/1/26	P	08/16/2011	06/25/2012	22,688	(23,584)	(896)
FNMA POOL-3 5%-2/1/26	P	08/16/2011	07/25/2012	22,744	(23,637)	(894)
FNMA POOL-3 5%-2/1/26	P	08/16/2011	08/27/2012	27,012	(28,068)	(1,056)
FNMA POOL-3 5%-2/1/26	P	08/16/2011	09/25/2012	18,568	(19,291)	(722)
FNMA POOL-3 5%-8/1/26	P	08/16/2011	10/25/2011	57,073	(59,660)	(2,588)
FNMA POOL-3 5%-8/1/26	P	08/16/2011	11/25/2011	7,581	(7,923)	(342)
FNMA POOL-3 5%-8/1/26	P	08/16/2011	12/27/2011	34,599	(36,154)	(1,555)
FNMA POOL-3 5%-8/1/26	P	08/16/2011	01/25/2012	29,138	(30,442)	(1,303)
FNMA POOL-3 5%-8/1/26	P	08/16/2011	02/27/2012	113,570	(118,627)	(5,057)
FNMA POOL-3 5%-8/1/26	P	08/16/2011	03/26/2012	30,412	(31,761)	(1,348)
FNMA POOL-3 5%-8/1/26	P	08/16/2011	04/25/2012	57,920	(60,476)	(2,556)
FNMA POOL-3 5%-8/1/26	P	08/16/2011	05/25/2012	42,875	(44,758)	(1,883)
FNMA POOL-3 5%-8/1/26	P	08/16/2011	06/25/2012	5,710	(5,959)	(250)
FNMA POOL-3 5%-8/1/26	P	08/16/2011	07/25/2012	5,722	(5,971)	(249)
FNMA POOL-3 5%-8/1/26	P	08/16/2011	08/27/2012	51,167	(53,383)	(2,216)
FNMA POOL-3 5%-8/1/26	P	08/16/2011	09/25/2012	117,741	(122,815)	(5,075)
FNMA POOL-4%-2/1/41	P	08/26/2011	10/25/2011	7,321	(7,608)	(287)
FNMA POOL-4%-2/1/41	P	08/26/2011	11/25/2011	8,883	(9,231)	(348)
FNMA POOL-4%-2/1/41	P	08/26/2011	12/27/2011	5,706	(5,929)	(223)
FNMA POOL-4%-2/1/41	P	08/26/2011	01/25/2012	7,442	(7,732)	(290)
FNMA POOL-4%-2/1/41	P	08/26/2011	02/27/2012	6,181	(6,422)	(241)
FNMA POOL-4%-2/1/41	P	08/26/2011	03/26/2012	4,632	(4,812)	(180)
FNMA POOL-4%-2/1/41	P	08/26/2011	04/25/2012	6,969	(7,239)	(270)
FNMA POOL-4%-2/1/41	P	08/26/2011	05/25/2012	4,120	(4,279)	(160)
FNMA POOL-4%-2/1/41	P	08/26/2011	06/25/2012	3,513	(3,649)	(136)

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2012 SCHEDULE D-3
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Description	# Shares Face Amt	Date of Purchase	Date of Sale	Proceeds From Sale	Cost of Shares Sold	Gain/Loss
FNMA POOL-4%-2/1/41	P	08/26/2011	07/25/2012	6,504	(6,755)	(251)
FNMA POOL-4%-2/1/41	P	08/26/2011	08/27/2012	8,861	(9,203)	(342)
FNMA POOL-4%-2/1/41	P	08/26/2011	09/25/2012	16,759	(17,404)	(645)
FNMA POOL-5%-6/01/22	P	08/21/2007	10/25/2011	9,702	(9,474)	228
FNMA POOL-5%-6/01/22	P	08/21/2007	11/25/2011	2,844	(2,777)	67
FNMA POOL-5%-6/01/22	P	08/21/2007	12/27/2011	3,981	(3,888)	93
FNMA POOL-5%-6/01/22	P	08/21/2007	01/25/2012	2,973	(2,903)	69
FNMA POOL-5%-6/01/22	P	08/21/2007	02/27/2012	6,869	(6,710)	159
FNMA POOL-5%-6/01/22	P	08/21/2007	03/26/2012	6,283	(6,138)	145
FNMA POOL-5%-6/01/22	P	08/21/2007	04/25/2012	4,079	(3,985)	94
FNMA POOL-5%-6/01/22	P	08/21/2007	05/25/2012	4,814	(4,704)	110
FNMA POOL-5%-6/01/22	P	08/21/2007	06/25/2012	3,360	(3,283)	77
FNMA POOL-5%-6/01/22	P	08/21/2007	07/25/2012	2,273	(2,221)	52
FNMA POOL-5%-6/01/22	P	08/21/2007	08/27/2012	10,785	(10,540)	244
FNMA POOL-5%-6/01/22	P	08/21/2007	09/25/2012	3,057	(2,988)	69
FNMA POOL - 5 5% - 9/1/17	P	09/19/2002	10/25/2011	3,981	(4,075)	(94)
FNMA POOL - 5 5% - 9/1/17	P	09/19/2002	11/25/2011	3,750	(3,838)	(88)
FNMA POOL - 5 5% - 9/1/17	P	09/19/2002	12/27/2011	1,160	(1,186)	(27)
FNMA POOL - 5 5% - 9/1/17	P	09/19/2002	01/25/2012	1,211	(1,239)	(28)
FNMA POOL - 5 5% - 9/1/17	P	09/19/2002	02/27/2012	1,172	(1,198)	(26)
FNMA POOL - 5 5% - 9/1/17	P	09/19/2002	03/26/2012	1,186	(1,212)	(26)
FNMA POOL - 5 5% - 9/1/17	P	09/19/2002	04/25/2012	1,610	(1,645)	(35)
FNMA POOL - 5 5% - 9/1/17	P	09/19/2002	05/25/2012	3,372	(3,445)	(73)
FNMA POOL - 5 5% - 9/1/17	P	09/19/2002	06/25/2012	3,282	(3,352)	(70)
FNMA POOL - 5 5% - 9/1/17	P	09/19/2002	07/25/2012	7,629	(7,789)	(160)
FNMA POOL - 5 5% - 9/1/17	P	09/19/2002	08/27/2012	931	(951)	(19)
FNMA POOL - 5 5% - 9/1/17	P	09/19/2002	09/25/2012	2,600	(2,653)	(53)
FNMA POOL - 6% - 9/1/13	P	02/05/1999	10/25/2011	2,986	(2,813)	173
FNMA POOL - 6% - 9/1/13	P	02/05/1999	11/25/2011	2,790	(2,630)	161
FNMA POOL - 6% - 9/1/13	P	02/05/1999	12/27/2011	2,777	(2,617)	160
FNMA POOL - 6% - 9/1/13	P	02/05/1999	01/25/2012	2,615	(2,466)	150
FNMA POOL - 6% - 9/1/13	P	02/05/1999	02/27/2012	2,714	(2,559)	155
FNMA POOL - 6% - 9/1/13	P	02/05/1999	03/26/2012	2,489	(2,348)	141
FNMA POOL - 6% - 9/1/13	P	02/05/1999	04/25/2012	2,552	(2,408)	144
FNMA POOL - 6% - 9/1/13	P	02/05/1999	05/25/2012	2,411	(2,275)	136
FNMA POOL - 6% - 9/1/13	P	02/05/1999	06/25/2012	2,341	(2,209)	132
FNMA POOL - 6% - 9/1/13	P	02/05/1999	07/25/2012	2,225	(2,100)	125

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2012 SCHEDULE D-4
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Description	# Shares Face Amt	Date of Purchase	Date of Sale	Proceeds From Sale	Cost of Shares Sold	Gain/Loss
FNMA POOL - 6% - 9/1/13	P	02/05/1999	08/27/2012	2,086	(1,969)	116
FNMA POOL - 6% - 9/1/13	P	02/05/1999	09/25/2012	1,970	(1,861)	109
FNMA POOL - 6 5% - 11/1/16	P	01/17/2002	10/25/2011	2,122	(2,245)	(123)
FNMA POOL - 6 5% - 11/1/16	P	01/17/2002	11/25/2011	2,498	(2,643)	(144)
FNMA POOL - 6 5% - 11/1/16	P	01/17/2002	12/27/2011	2,062	(2,180)	(119)
FNMA POOL - 6 5% - 11/1/16	P	01/17/2002	01/25/2012	2,307	(2,439)	(132)
FNMA POOL - 6 5% - 11/1/16	P	01/17/2002	02/27/2012	2,449	(2,588)	(139)
FNMA POOL - 6 5% - 11/1/16	P	01/17/2002	03/26/2012	1,956	(2,067)	(111)
FNMA POOL - 6 5% - 11/1/16	P	01/17/2002	04/25/2012	2,658	(2,808)	(150)
FNMA POOL - 6 5% - 11/1/16	P	01/17/2002	05/25/2012	2,127	(2,247)	(119)
FNMA POOL - 6 5% - 11/1/16	P	01/17/2002	06/25/2012	1,972	(2,082)	(110)
FNMA POOL - 6 5% - 11/1/16	P	01/17/2002	07/25/2012	2,313	(2,442)	(128)
FNMA POOL - 6 5% - 11/1/16	P	01/17/2002	08/27/2012	2,252	(2,377)	(124)
FNMA POOL - 6 5% - 11/1/16	P	01/17/2002	09/25/2012	1,657	(1,748)	(91)
GROWTH PORTFOLIO	P	12/13/2000	10/27/2011	500,000	(440,208)	59,792
GROWTH PORTFOLIO	P	12/13/2000	12/15/2011	128,821		128,821
GROWTH PORTFOLIO	P	12/13/2000	01/06/2012	570,000	(511,001)	58,999
GROWTH PORTFOLIO	P	12/13/2000	02/22/2012	470,000	(390,014)	79,986
GROWTH PORTFOLIO	P	12/13/2000	05/24/2012	1,000,000	(832,068)	167,932
GROWTH PORTFOLIO	P	12/13/2000	09/10/2012	3,350,000	(2,603,835)	746,165
HIGH YIELD BD PORTFOLIO	P	04/21/2001	05/24/2012	450,000	(445,975)	4,025
HIGH YIELD BD PORTFOLIO	P	04/21/2001	06/01/2012	1,470,000	(1,344,306)	125,694
IBM CORP-8 375%-11/01/19	P	03/23/2010	10/03/2011	460,616	(419,456)	41,160
INTERPUBLIC GROUP COMPANIES,	P	01/01/2001	12/30/2011	11		11
INTERPUBLIC GROUP COMPANIES,	P	01/01/2001	06/29/2012	11		11
INTL EQUITY PORTFOLIO	P	12/08/2000	10/27/2011	1,100,000	(1,046,249)	53,751
INTL EQUITY PORTFOLIO	P	12/08/2000	12/15/2011	1,456,441		1,456,441
INTL EQUITY PORTFOLIO	P	12/08/2000	02/22/2012	1,090,000	(1,048,119)	41,881
INTL EQUITY PORTFOLIO	P	12/08/2000	09/10/2012	2,250,000	(2,170,045)	79,955
MARATHON OIL-6%-10/01/17	P	09/14/2010	07/11/2012	1,002,677	(950,976)	51,701
McKESSON HBOC, INC	P	01/01/2001	10/31/2011	647		647
OCCIDENTAL PET - 9 25% - 8/1/19	P	11/07/2002	10/19/2011	347,875	(290,613)	57,262
PRIVATE EQUITY IV	P	01/29/2004	12/31/2011	181,228		181,228
PRIVATE EQUITY IV	P	01/29/2004	12/31/2011	12,079		12,079
SMALL CAP PORTFOLIO	P	04/04/2001	01/06/2012	280,000	(292,118)	(12,118)
SMALL CAP PORTFOLIO	P	04/04/2001	02/22/2012	260,000	(244,594)	15,406
SSGA FDS EMERGING MKTS FD	P	04/04/2001	10/27/2011	600,000	(579,707)	20,293

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2012 SCHEDULE D-5
FORM 990PF SUPPORTING SCHEDULE - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Description	# Shares Face Amt	Date of Purchase	Date of Sale	Proceeds From Sale	Cost of Shares Sold	Gain/Loss
SSGA FDS EMERGING MKTS FD	P	04/04/2001	12/15/2011	223,679		223,679
SSGA FDS EMERGING MKTS FD	P	04/04/2001	12/15/2011	92,590		92,590
SSGA FDS EMERGING MKTS FD	P	04/04/2001	02/22/2012	970,000	(920,010)	49,990
TIPS	P	09/22/2009	05/24/2012	630,000	(539,317)	90,683
TIPS	P	09/22/2009	06/01/2012	1,480,000	(1,247,721)	232,279
USTB-5 25%-11/15/28	P	03/11/2009	10/03/2011	1,234,969	(1,011,461)	223,508
USTB-5 25%-11/15/28	P	03/11/2009	09/07/2012	282,328	(223,474)	58,854
USTN-1 25%-2/15/14	P	02/21/2012	04/24/2012	610,617	(610,082)	535
USTN-1 375%-3/15/13	P	03/10/2010	10/03/2011	1,626,438	(1,611,293)	15,144
USTN-1 375%-3/15/13	P	03/10/2010	10/26/2011	507,891	(503,424)	4,467
USTN-1 375%-3/15/13	P	03/10/2010	01/12/2012	507,012	(503,839)	3,173
USTN-1 375%-3/15/13	P	03/10/2010	02/16/2012	2,024,922	(2,015,171)	9,751
USTN-2 625%-11/15/20	P	02/17/2011	02/21/2012	905,316	(802,492)	102,825
VALUE PORTFOLIO	P	12/13/2000	10/27/2011	1,100,000	(1,165,427)	(65,427)
VALUE PORTFOLIO	P	12/13/2000	12/15/2011	383,970		383,970
VALUE PORTFOLIO	P	12/13/2000	01/06/2012	1,170,000	(1,261,140)	(91,140)
VALUE PORTFOLIO	P	12/13/2000	02/22/2012	190,000	(192,678)	(2,678)
VALUE PORTFOLIO	P	12/13/2000	09/10/2012	620,000	(614,853)	5,147
				34,453,923	(29,707,391)	4,746,532

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF NEW YORK CUSTODIAN	24.	24.
TOTAL	24.	24.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF NEW YORK CUSTODIAN		4,346,156.	4,346,156.
	TOTAL	4,346,156.	4,346,156.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME		15,906.	15,906.
PARTNERSHIP INCOME		58,419.	58,419.
MISCELLANEOUS		2,552.	2,552.
	TOTALS	76,877.	76,877.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MELTON & MELTON CPAS	16,000.	16,000.		
DEIDRE SCINTA CPA	3,000.	3,000.		
TOTALS	19,000.	19,000.		

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COVENANT TECHNOLOGIES INC	22,860.	22,860.
BANK OF NEW YORK MELLON	102,379.	102,379.
HIRTLE & CALLAGHAN INC	349,776.	349,776.
VAUGHAN NELSON & CO	50,920.	50,920.
TOTALS	525,935.	525,935.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	83,366.		
PAYROLL TAXES	16,628.	12,471.	4,157.
AD VALOREM TAXES	887.	887.	
OIL & GAS PRODUCTION TAXES	1,437.	1,437.	
TOTALS	102,318.	14,795.	4,157.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MAINTENANCE & REPAIR HISTORIC	3,600.		3,600.
MAINTENANCE & REPAIR PARK	9,744.		9,744.
INSURANCE EXPENSE	47,925.	26,359.	21,566.
OFFICE EXPENSE	33,124.	18,218.	14,906.
TOTALS	94,393.	44,577.	49,816.

ATTACHMENT 8

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREPAID FED EXCISE TAX	93,837.	10,471.	10,471.
TOTALS	93,837.	10,471.	10,471.

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2012
FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10A
INVESTMENTS - GOVERNMENT BONDS - ATTACHMENT 9

ALL AMOUNTS ARE AT COST

DESCRIPTION	BEGINNING OF YEAR AMOUNT	END OF YEAR AMOUNT	FMV END OF YEAR AMOUNT
FHLMC POOL - 6 0% - 7/1/17	120,296	80,672	83,991
FHLMC POOL - 6 5% - 1/01/16	16,285	9,931	10,566
FHLMC POOL - 6 5% - 11/1/11	13	0	0
FNMA-1.2%-3/6/17	0	1,996,801	2,025,440
FNMA POOL-3.5%-2/1/26	1,870,100	1,609,739	1,650,613
FNMA POOL-3 5%-8/1/26	1,561,249	980,347	1,001,209
FNMA POOL-4%-2/1/41	446,162	355,612	369,530
FNMA POOL-5%-6/1/22	166,941	107,465	119,565
FNMA POOL-5 5%-9/1/17	76,735	43,945	46,447
FNMA POOL-6%-9/1/13	39,947	11,756	12,561
FNMA POOL-6 5%-10/1/31	53,172	48,203	56,651
FNMA POOL-6 5%-11/1/16	86,635	58,532	59,611
USTB - 5.25% - 11/15/2028	2,133,620	893,661	1,119,624
USTN-1 25%-2/15/14	0	962,304	963,357
USTN - 1 375% - 3/15/2013	4,640,527	0	0
USTN - 2.625% - 11/15/2020	1,115,136	527,740	552,030
USTN-2%-1/31/16	0	210,747	210,890
VANGUARD FIXED INCOME TIPS FND	12,426,496	10,998,446	12,984,659
TOTAL	24,753,314	18,895,901	21,266,744

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2012 ATTACHMENT 10
FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10b
INVESTMENTS - CORPORATE STOCK

ALL AMOUNTS ARE AT COST

DESCRIPTION	BEGINNING OF YEAR AMOUNT	END OF YEAR AMOUNT	FMV END OF YEAR AMOUNT
H-C GROWTH PORTFOLIO	24,930,250	20,638,681	27,002,764
H-C INTL EQ PORTFOLIO	46,655,553	48,207,875	51,141,102
H-C SM CAP PORTFOLIO	4,573,576	4,055,170	4,831,871
H-C SSGA FDS EM MKTS PORTFOLIO	13,901,255	16,108,532	16,672,409
H-C VALUE PORTFOLIO	26,750,083	24,747,417	26,776,747
H-C PRIVATE EQUITY IV LP	2,216,460	1,842,553	1,727,300
H-C PRIVATE EQUITY V LP	2,582,554	2,556,365	2,664,643
H-C PRIVATE EQUITY VI LP	2,642,351	2,605,675	3,257,592
H-C PRIVATE EQUITY VII LP	1,799,636	2,119,050	2,552,447
H-C PRIVATE EQUITY VIII LP	129,755	430,375	408,902
H-C TOTAL RETURN LP	12,702,300	12,702,300	12,944,668
TOTAL	138,883,773	136,013,993	149,980,445

ATTACHMENT 10

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2012

FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 10c
INVESTMENTS - CORPORATE BONDS - ATTACHMENT 11

ALL AMOUNTS ARE AT COST

DESCRIPTION	BEGINNING OF YEAR AMOUNT	END OF YEAR AMOUNT	FMV END OF YEAR AMOUNT
ACE INA HLDGS - 8 875% - 08/15/29	1,183,467	880,863	1,142,370
AIG-4 875%-06/01/22	0	546,460	563,480
AMGEN-3.45%-10/01/20	0	612,710	630,528
APACHE CORP-5.25%-4/15/13	533,087	0	0
BP CAP-3.125-10/1/15	923,933	0	0
BP CAP-4 75%-3/10/19	0	988,850	1,045,395
CAMDEN PROPERTY TRUST-5 375%-12/15/2022	0	209,006	209,694
CAMDEN PROPERTY TRUST-5 7%-5/15/17	0	718,545	745,888
GEN ELEC CO-5 25%-12/06/17	552,856	547,288	591,505
GOLDMAN SACHS -5 25%-10/15/13	1,193,115	1,158,810	1,174,140
HSBC USA INC-9 125%-5/15/21	807,477	793,686	828,461
IBM CORP-8 375%11/1/19	419,597	0	0
J P MORGAN CHASE-4 95%-3/25/20	0	787,999	856,643
MARATHON OIL-6%-10/1/17	964,888	0	0
MERRILL LYNCH-6 4%-8/28/17	778,254	773,655	872,520
METROPOLITAN LIFE GLOBAL--5.125%-4/10/13	1,112,577	1,071,660	1,075,305
NATIONAL CITY CORP - 6 875% - 05/15/19	817,104	808,022	925,897
OCCIDENTAL PET - 9 25% - 8/1/19	1,128,727	816,447	966,740
PHARMACIA CORP-6.6%-12/01/28	0	1,038,852	1,019,828
TRANSATLANTIC HOLDINGS - 5 75%	1,063,686	1,056,156	1,222,122
TRANS CANADA PIPELINES -9 875%	762,562	806,244	1,121,490
U S BANK NA CINCINNATI OH-4 9%-10/30/14	647,702	632,515	651,138
WELLS FARGO - 7 55% - 6/21/10	0	651,839	690,356
H-C HI YIELD BND PORTFOLIO	12,333,430	12,008,579	12,727,434
H-C ABSOLUTE RETURN LTD	7,169,107	7,169,105	7,433,624
TOTAL	32,391,569	34,077,291	36,494,558

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
FRED C. BURNS 2727 ALLEN PARKWAY 1570 HOUSTON, TX 77019-2125	SECRETARY TREASURER 10.00	32,508.	0	0
BRADY F. CARRUTH 2727 ALLEN PARKWAY 1570 HOUSTON, TX 77019-2125	CHAIRMAN ASST TREASURER 10.00	32,508.	0	0
R.W. WORTHAM III 2727 ALLEN PARKWAY 1570 HOUSTON, TX 77019-2125	PRESIDENT ASST TREASURER 10.00	31,008.	0	0
THOMAS E SMITH 2727 ALLEN PARKWAY 1570 HOUSTON, TX 77019-2125	TRUSTEE ASST TREASURER 10.00	32,508.	0	0
	GRAND TOTALS	128,532.	0	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM V H CLARKE 2727 ALLEN PARKWAY STE 1570 HOUSTON, TX 77019-2125	CONTROLLER 30.00	162,456.	0	0
BARBARA J SNYDER 2727 ALLEN PARKWAY STE 1570 HOUSTON, TX 77019-2125	GRANT COORD 40.00	97,327.	0	0
	TOTAL COMPENSATION	259,783.	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
VAUGHAN, NELSON, SCARBROUGH 6300 CHASE BANK TOWER HOUSTON, TX 77002 INVESTMENT MANAGER CORE FIXED INCOME	INVESTMENT MGR	50,920.
HIRTLE & CALLAGHAN 300 BARR HARBOR DR STE 500 W CONSHOHOCKEN, PA 19428 INVESTMENT MANAGER - CONTRACT CHIEF INVESTMENT OFFICER	INVESTMENT MGMT	349,776.
BANK OF NEW YORK MELLON P O BOX 11214 NEW YORK, NY 10286 CUSTODIAN OF INVESTMENT ASSETS	CUSTODIAN	102,379.
TOTAL COMPENSATION		503,075.

ATTACHMENT 15

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

BARBARA J SNYDER
2727 ALLEN PARKWAY #1570
HOUSTON, TX 77019-2125
713-526-8849

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2012 **ATTACHMENT 16-1**
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	ATIONS	FDN STATUS	PURPOSE	AMOUNT
ALLEY THEATRE 615 TEXAS AVE, HOUSTON, TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	150,000
ASSOCIATION FOR COMMUNITY TELEVISION 4343 ELGIN HOUSTON TX 77204-0008	NONE	PUBLIC	GENERAL OPERATIONS	100,000
BARD COLLEGE ANNANDALE ON HUDSON, NY 12504	NONE	PUBLIC	GENERAL OPERATIONS	25,000
BATTLESHIP TEXAS FOUNDATION 908 TOWN & COUNTRY BLVD #120 HOUSTON TX 77024	NONE	PUBLIC	GENERAL OPERATIONS	100,000
BAYOU PRESERVATION ASSN P O BOX 131563, HOUSTON TX 77219-1563	NONE	PUBLIC	GENERAL OPERATIONS	10,000
BUFFALO BAYOU PARTNERSHIP 1111 BAGBY LOBBY HOUSTON TX 77002	NONE	PUBLIC	CAPITAL PROJECTS	3,000,000
CHILDREN'S MUSEUM 1500 BINZ, HOUSTON, TX 77004-7112	NONE	PUBLIC	GENERAL OPERATIONS	125,000
CONTEMPORARY ARTS MUSEUM 5216 MONTROSE BLVD HOUSTON TX 77006-6598	NONE	PUBLIC	GENERAL OPERATIONS	50,000
DA CAMERA SOCIETY 3912 MANDELL, HOUSTON, TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	150,000
DIVERSE WORKS 1117 E FWY, HOUSTON TX 77002-1118	NONE	PUBLIC	GENERAL OPERATIONS	10,000
DOMINIC WALSH DANCE THEATRE 2311 DUNLAVY ST #210 HOUSTON TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	5,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2006 ATTACHMENT 16-2
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	ATIONS	FDN STATUS	PURPOSE	AMOUNT
1894 INC (1894 GRAND OPERA HOUSE) 2020 POST OFFICE GALVESTON TX 77550	NONE	PUBLIC	GENERAL OPERATIONS	50,000
ENSEMBLE THEATRE P O BOX 131095 HOUSTON TX 77219-1095	NONE	PUBLIC	GENERAL OPERATIONS	5,000
EXECUTIVE SERVICE CORPS OF HOUSTON 2630 FOUNTAINVIEW #428 HOUSTON TX 77057	NONE	PUBLIC	GENERAL OPERATIONS	5,000
EXPRESS THEATRE 446 NORTHWEST MALL HOUSTON TX 77092	NONE	PUBLIC	GENERAL OPERATIONS	10,000
GALVESTON HISTORICAL FOUNDATION 502 20TH ST GALVESTON TX 77550	NONE	PUBLIC	GENERAL OPERATIONS	35,000
GREATER HOUSTON PRESERVATION ALLIANCE 712 MAIN ST #110 HOUSTON TX 77002-3207	NONE	PUBLIC	GENERAL OPERATIONS	5,000
THE HERITAGE SOCIETY 1100 BAGBY HOUSTON TX 77002	NONE	PUBLIC	OPERATIONS	25,000
HERMANN PARK CONSERVANCY 6201-A HERMANN PARK DRIVE HOUSTON TX 77030	NONE	PUBLIC	CAPITAL	1,000,000
HITS THEATRE 311 W 18TH STREET HOUSTON TX 77008	NONE	PUBLIC	OPERATIONS	20,000
HOBBY CENTER FOUNDATION 800 BAGBY #300 HOUSTON TX 77002	NONE	PUBLIC	OPERATIONS	10,000
HOLOCAUST MUSEUM HOUSTON 5401 CAROLINE HOUSTON TX 77004	NONE	PUBLIC	GENERAL OPERATIONS	25,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2006 **ATTACHMENT 16-3**
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

		FDN		
RECIPIENT	ATIONS	STATUS	PURPOSE	AMOUNT
HOPE STONE INC 1210 W CLAY #26 HOUSTON TX 77019	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON TX 77024	NONE	PUBLIC	GENERAL OPERATIONS	50,000
HOUSTON AUDUBON SOCIETY 440 WILCHESTER HOUSTON TX 77079	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HOUSTON AUDUBON SOCIETY 440 WILCHESTER HOUSTON TX 77079	NONE	PUBLIC	CAPITAL PROJECTS	25,000
HOUSTON BALLET 1921 W BELL, HOUSTON, TX 77219-0487	NONE	PUBLIC	GENERAL OPERATIONS	400,000
HOUSTON CENTER FOR CONTEMPORARY CRAFT 4848 MAIN ST HOUSTON TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	50,000
HOUSTON CENTER FOR PHOTOGRAPHY 1441 W ALABAMA HOUSTON TX 77006-4103	NONE	PUBLIC	GENERAL OPERATIONS	5,000
HOUSTON CHAMBER CHOIR P O BOX 53388HOUSTON TX 77052-3388	NONE	PUBLIC	GENERAL OPERATIONS	7,500
HOUSTON EARLY MUSIC POB 271193 HOUSTON TX 77277	NONE	PUBLIC	OPERATIONS	5,000
HOUSTON FOTOFEST INC 1113 VINE ST #101 HOUSTON TX 77002	NONE	PUBLIC	GENERAL OPERATIONS	15,000
HOUSTON GRAND OPERA 510 PRESTON, HOUSTON, TX 77002-1594	NONE	PUBLIC	GENERAL OPERATIONS	800,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2006 ATTACHMENT 16-4
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	ATIONS	FDN STATUS	PURPOSE	AMOUNT
HOUSTON MUSEUM OF NATURAL SCIENCE ONE HERMANN CIR DR HOUSTON TX 77030-1799	NONE	PUBLIC	OPERATIONS	150,000
HOUSTON PARKS BOARD 300 N POST OAK LN HOUSTON TX 77024	NONE	PUBLIC	CAPITAL	500,000
HOUSTON SYMPHONY SOCIETY 615 LOUISIANA, HOUSTON, TX 77002-2798	NONE	PUBLIC	GENERAL OPERATIONS	1,300,000
MAIN STREET THEATRE 2540 TIMES BLVD HOUSTON TX 77005	NONE	PUBLIC	GENERAL OPERATIONS	15,000
MANNED SPACE FLIGHT EDUCATION FDN 1601 NASA PARKWAY HOUSTON TX 77058	NONE	PUBLIC	CAPITAL	162,000
MENIL FOUNDATION INC 1515 BRANARD HOUSTON TX 77006	NONE	PUBLIC	GENERAL OPERATIONS	200,000
MILLER THEATRE ADVISORY BOARD POB 66267 HOUSTON TX 77266-6267	NONE	PUBLIC	GENERAL OPERATIONS	50,000
MUSEUM OF FINE ARTS - HOUSTON 1001 BISSONNET, HOUSTON, TX 77005	NONE	PUBLIC	GENERAL OPERATIONS	110,000
MUSEUM OF HEALTH & MEDICAL SCIENCE 1515 HERMANN DR HOUSTON TX 77004-7126	NONE	PUBLIC	GENERAL OPERATIONS	75,000
MUSEUM OF PRINTING HISTORY 1324 W CLAY HOUSTON TX 77019	NONE	PUBLIC	GENERAL OPERATIONS	50,000
MUSIC IN CONTEXT P O BOX 20129, HOUSTON TX 77025-0129	NONE	PUBLIC	OPERATIONS	20,000

ATTACHMENT 16-4

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2006 ATTACHMENT 16-5
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

RECIPIENT	.ATIONS	FDN STATUS	PURPOSE	AMOUNT
NATIONAL TRUST FOR HISTORIC PRESERVATION 500 MAIN ST #1030 FT WORTH TX 76102	NONE	PUBLIC	OPERATIONS	15,000
OPERA IN THE HEIGHTS 1703 HEIGHTS BLVD HOUSTON TX 77008	NONE	PUBLIC	GENERAL OPERATIONS	15,000
REVELS HOUSTON INC P O BOX 66829 HOUSTON TX 77266-6829	NONE	PUBLIC	GENERAL OPERATIONS	10,000
SCENIC TEXAS INC/SCENIC HOUSTON 3015 RICHMOND AVE #220 HOUSTON TX 77098	NONE	PUBLIC	GENERAL OPERATIONS	20,000
SHAKESPEARE GLOBE CENTER U OF H DRAMA DEPT , HOUSTON, TX 77004	NONE	PUBLIC	GENERAL OPERATIONS	5,000
SOCIETY FOR THE PERFORMING ARTS 615 LOUISIANA, HOUSTON TX 77002-2796	NONE	PUBLIC	GENERAL OPERATIONS	150,000
SPARK P O BOX 1562, HOUSTON TX 77251	NONE	PUBLIC	GENERAL OPERATIONS	40,000
ST JOHNS SCHOOL 2401 CLAREMONT LN HOUSTON TX 77019-5897	NONE	PUBLIC	CAPITAL PROJECTS	250,000
STAGES, INC 3201 ALLEN PKWY #101, HOUSTON, TX 77019	NONE	PUBLIC	GENERAL OPERATIONS	80,000
STUDENT CONSERVATION ASSN INC 1800 N KENT ARLINGTON VA 22209	NONE	PUBLIC	GENERAL OPERATIONS	10,000
TALENTO BILINGUE DE HOUSTON 333 S LENSEN DR HOUSTON TX 77003	NONE	PUBLIC	GENERAL OPERATIONS	20,000

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 9/30/2006 ATTACHMENT 16-6
FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3a
SUPPLEMENTARY INFORMATION

		FDN		
RECIPIENT	ATIONS	STATUS	PURPOSE	AMOUNT
THE ORANGE FOUNDATION 2402 MUNGER, HOUSTON TX 77023	NONE	PUBLIC	GENERAL OPERATIONS	10,000
THEATRE UNDER THE STARS 2600 SW FREEWAY #600 HOUSTON TX 77098	NONE	PUBLIC	GENERAL OPERATIONS	150,000
TREES FOR HOUSTON 3100 WESLAYAN #305, HOUSTON TX 77027	NONE	PUBLIC	GENERAL OPERATIONS	60,000
UNITED WAY OF TEXAS GULF COAST P. O BOX 924507, HOUSTON, TX 77292	NONE	PUBLIC	GENERAL OPERATIONS	50,000
UNIVERSITY OF HOUSTON SYSTEM 4800 CALHOUN HOUSTON TX 77204-2164	NONE	PUBLIC	GENERAL OPERATIONS	10,000
WOODLANDS CENTER FOR THE PERFORMING ARTS, 2005 LAKE ROBBINS DR, THE WOODLANDS, TX 77380	NONE	PUBLIC	GENERAL OPERATIONS	75,000
YOUNG AUDIENCES OF HOUSTON 2515 W MAIN, #500, HOUSTON, TX 77098	NONE	PUBLIC	GENERAL OPERATIONS	10,000
YOUNG MEN'S CHRISTIAN ASSOCIATION 1600 LOUISIANA HOUSTON TX 77002	NONE	PUBLIC	CAPITAL	250,000
TOTAL CONTRIBUTIONS PAID				10,144,500

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2012 ATTACHMENT 17

FORM 990PF SUPPORTING SCHEDULE - PART XV, LINE 3b
SUPPLEMENTARY INFORMATION

RECIPIENT	RELATIONSHIP	FDN STATUS	PURPOSE	AMOUNT
ALLEY THEATRE 615 TEXAS AVE, HOUSTON, TX 77002	NONE	PUBLIC	CAPITAL	3,000,000
BUFFALO BAYOU PARTNERSHIP 1111 BAGBY LOBBY HOUSTON TX 77002	NONE	PUBLIC	CAPITAL	1,000,000
HOUSTON GRAND OPERA 510 PRESTON, HOUSTON, TX 77002-1594	NONE	PUBLIC	CAPITAL	100,000
HOUSTON PARKS BOARD 300 N POST OAK LN HOUSTON TX 77024	NONE	PUBLIC	CAPITAL	1,000,000
HOUSTON ZOO INC POB 66387 HOUSTON TX 77266	NONE	PUBLIC	CAPITAL	100,000
TOTAL CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT				5,200,000

THE WORTHAM FOUNDATION, INC. 74-1334356

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 18

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INVESTMENT INCOME			14	58,419.	
MISCELLANEOUS INVESTMENT INCOME			14	2,552.	
TOTALS				60,971.	

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2012 **ATTACHMENT 19**
FORM 990PF SUPPORTING SCHEDULE - PART XV
SUPPLEMENTARY INFORMATION

QUESTION 2a:
Applications should be addressed to:
Barbara J. Snyder, 2727 Allen Parkway, Suite 1570, Houston, TX 77019
Telephone number:
(713) 526-8849

QUESTION 2b:
Application forms may be obtained by writing or calling:
Barbara J. Snyder, 2727 Allen Parkway, Suite 1570, Houston, TX 77019
Telephone number:
(713) 526-8849

QUESTION 2c:
Applications should be submitted by the second week of January, April, July, or October in order to be considered at the Foundation's quarterly Trustee meetings, which are held in mid-February, May, August, and November.

QUESTION 2d:
Awards are granted primarily for cultural arts and civic beautification projects and to those projects which benefit the citizens of Houston, Harris County, Texas.

FORM 990PF SUPPORTING SCHEDULE - PART IX-A & IX-B
SUPPLEMENTARY INFORMATION

PART IX-A:
The foundation provides maintenance, repair, preservation, and rehabilitation services on an as needed basis for Houston City parks and Texas historic sites. During the fiscal year ended September 30, 2012, the foundation provided maintenance for and continued rehabilitation of the city fountain in Buffalo Bayou Park in Houston, Texas. The Foundation staff was active in determining the scope and method of rehabilitation, contract negotiation and supervision, and fiscal management of the project. In addition the foundation provided partial maintenance and repair for the historic cemetery at Fairfield, Texas. The activities were limited to the maintenance and preservation of the grounds and other public areas which constitute the historic site as designated by the State of Texas. The foundation contracted with local providers to perform the actual activities and paid for these services directly. Net expenses - $14,344

The scope of the benefit provided by these direct charitable activities is very broad. The benefit extends to all of the citizens of the City of Houston, Texas in the case of the Buffalo Bayou Park rehabilitation and to all of the citizens of the State of Texas in the case of the historic site preservation in Fairfield, Texas. The foundation intends to keep its direct involvement in these areas very limited. Only in cases where the need appears to be significant and where there is no evidence of an effective supporting agency does the foundation consider it appropriate to become directly involved in projects of this type.

PART IX-B:
The foundation does not derive any income from its grant programs or direct charitable activities.

THE WORTHAM FOUNDATION, INC. - 74-1334356 FORM 990PF (2011)
HOUSTON, TX 77019
FOR THE TAX YEAR ENDED: 09/30/2012 ATTACHMENT 21
FORM 990PF SUPPORTING SCHEDULE - PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, & EQUIPMENT
ALL AMOUNTS ARE AT COST

DESCRIPTION	END OF YEAR AMOUNT	DEPRECIATION/ DEPLETION	BOOK VALUE
ROYALTY.			
AEROPRES	312	312	
ALLIED CHEM	436	436	
APACHE/FLA GAS	32,368	32,368	
AMOCO	3,732	3,732	
BRINKLEY	2	2	
CITIES SERV	6,612	6,612	
CONOCO	12,470	12,470	
CROWN	1	1	
BFO ENERGY	761	761	
ENSEARCH/EP OPER	6,156	6,156	
KOCH	2,010	2,010	
MOSBACHER	117,757	117,757	
NEUMIN	5,270	5,270	
BIG 6	368	368	
PERMIAN	1,963	1,963	
PHILLIPS	816	816	
PLACID	124	124	
SUN EXP	28,255	28,255	
TXO	5,842	5,842	
UNITED GAS/ENRON	92	92	
WALTHALL	2	2	
TOTAL ROYALTY	225,349	225,349	12,000